

# **LOTTOMATICA GROUP S.P.A.**

## **REGULATION ADOPTED PURSUANT TO ARTICLE 125-BIS.1 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998**

*adopted by the Board of Directors on 8 October 2026, with the favourable unanimous vote of the independent directors*

### **Article 1 – Purpose and Scope of the Regulation**

1.1. This Regulation (the “Regulation”) governs, pursuant to Article 125-bis.1 of Legislative Decree No. 58 of 24 February 1998 (the “Consolidated Law on Finance”), the additional procedures for holding the shareholders’ meetings of Lottomatica Group S.p.A. (the “Company”), while ensuring the orderly and transparent exercise of the rights conferred upon shareholders by law.

1.2. Notwithstanding the procedures for holding the Shareholders’ Meeting envisaged by the Articles of Association and the Shareholders’ Meeting Rules, when convening each shareholders’ meeting of the Company, the Board of Directors, having regard to efficiency and transparency criteria, may provide, pursuant to Article 125-bis.1 of the Consolidated Law on Finance, that the meeting may also be held in accordance with the following additional procedures:

- i. with the exclusive attendance of the Designated Representative at a physical venue and/or with the use of means of telecommunication, , as set out in Article 2 of this Regulation; or
- ii. at a physical venue, with direct participation by eligible persons and subject to an individual minimum shareholding threshold for participation in the shareholders’ meeting discussion, including speeches, questions and/or oral statements, as set out in Article 6 of this Regulation.

This Regulation shall apply to shareholders’ meetings convened in accordance with the procedures referred to in points (i) and (ii) above, without prejudice, in other respects, to the applicable laws and regulations.

1.3. The Board of Directors may also provide, in the cases and in accordance with the procedures permitted by the legislation in force from time to time, for votes to be cast by correspondence or electronically.

1.4. The procedures selected for holding each shareholders’ meeting, together with the relevant operating conditions, shall be specified in the notice of call.

### **Article 2 – Attendance through the Designated Representative**

2.1. The Board of Directors may provide that attendance at the shareholders’ meeting and the exercise of voting rights by shareholders shall take place exclusively through the Designated Representative, pursuant to Articles 125-bis.1 and 135-undecies of the Consolidated Law on Finance, at a meeting held at a physical venue and/or with the use of means of telecommunication.

2.2. Proxies or sub-proxies may be granted to the Designated Representative pursuant to Article 135-novies of the Consolidated Law on Finance, by way of derogation from Article 135-undecies, paragraph 4, thereof, together with voting instructions on all or some of the proposals on the agenda, by the deadline specified in the notice of call and without prejudice to any mandatory statutory deadlines. The proxy shall be effective exclusively in respect of the proposals for which voting instructions have been given.

2.3. The Board of Directors shall appoint the Designated Representative on the basis of efficiency and transparency criteria, taking into account, inter alia, the latter’s professional standing, experience, organisational adequacy and ability to ensure the orderly performance of the activities connected with the engagement.

2.4. The notice of call shall specify the procedures and deadlines for granting, amending and revoking proxies and voting instructions to the Designated Representative.

### **Article 3 – Right to Submit Questions Prior to the Shareholders’ Meeting, Speeches and Statements**

3.1. Where attendance at the shareholders’ meeting and the exercise of voting rights take place exclusively through the Designated Representative, the right to submit questions on the items on the agenda may be exercised solely prior to the shareholders’ meeting, in accordance with the applicable legislation.

3.2. The notice of call shall specify the deadline, which may not be earlier than the date referred to in Article 83-*sexies*, paragraph 2, of the Consolidated Law on Finance, by which questions must be received by the Company. The Company shall provide answers to the questions received at least three days before the shareholders’ meeting, in accordance with the legislation in force from time to time.

3.3. The Company shall assess whether questions are relevant to the items on the agenda in accordance with principles of fairness and transparency and in compliance with the applicable rules on confidential information, personal data and inside information.

3.4. The Company may provide a single answer to questions having the same content or relating to the same matter and may, where appropriate, refer to information already contained in documents, press releases or other materials previously made available to the public.

3.5. The answers provided by the Company shall be published, together with the full text of the relevant questions, on the Company’s website. The minutes of the shareholders’ meeting shall record the questions received and the answers provided, including by reference to the documentation published on the Company’s website.

3.6. Eligible persons attending the shareholders’ meeting through the Designated Representative may submit any speeches and/or statements to the Company in accordance with the same procedures and by the same deadline applicable to questions, in compliance with the legislation in force from time to time, including as regards their content and relevance to the items on the agenda. Such speeches and/or statements shall be reflected in the relevant minutes, including by attachment, within the limits and in accordance with the procedures compatible with the legislation in force from time to time.

### **Article 4 – Additions to the Agenda and Resolution Proposals**

4.1. In all cases, shareholders’ rights to request additions to the agenda and to submit resolution proposals shall remain unaffected and shall be exercised within the time limits and in accordance with the procedures laid down by the other applicable statutory and regulatory provisions.

### **Article 5 – Right to Request that the Shareholders’ Meeting Be Held at a Physical Venue**

5.1. Where the Board of Directors resolves that attendance at the shareholders’ meeting and the exercise of voting rights shall take place exclusively through the Designated Representative, shareholders representing, individually or jointly, at least one twentieth of the share capital carrying voting rights on the items on the agenda, or such lower percentage as may be provided for in the Articles of Association, may request, within five days of publication of the notice of call, that the shareholders’ meeting be held at a physical venue, without exclusive recourse to the Designated Representative or to means of telecommunication, without prejudice to Article 6 concerning the Relevance Threshold (as defined below).

5.2. The Company shall give notice of the exercise of the right referred to in paragraph 5.1 above within three days by supplementing the notice of call pursuant to Article 125-*bis*.1, paragraph 5, of the Consolidated Law on Finance.

5.3. The notice of call shall specify the procedures for exercising the right referred to in this Article.

## **Article 6 – Relevance Threshold**

6.1. When convening any shareholders' meeting of the Company to be held at a physical venue otherwise than in the circumstances contemplated by Article 2, the Board of Directors may also provide that participation in the shareholders' meeting discussion and/or the making of speeches, questions and/or oral statements at the meeting by eligible persons attending, whether in person or by proxy, shall be conditional upon ownership of a single shareholding equal to or greater than 0.4 per thousand of the share capital, based on the shares held at the end of the day referred to in Article 83-*sexies*, paragraph 2, of the Consolidated Law on Finance (the "Relevance Threshold"). Application of the Relevance Threshold shall be disclosed in the notice of call.

6.2. The Relevance Threshold referred to in paragraph 6.1 shall not apply to: (a) the right to submit resolution proposals pursuant to Article 126-*bis* of the Consolidated Law on Finance in accordance with Article 8 below; and (b) the right to submit questions prior to the shareholders' meeting pursuant to Article 127-*ter* of the Consolidated Law on Finance in accordance with Article 7 below.

6.3. Where paragraph 6.1 applies, the Chair shall ensure full compliance with the limits arising from the Relevance Threshold, while safeguarding the effective exercise of the rights of eligible persons who, pursuant to that paragraph, are permitted to take part in the shareholders' meeting discussion and/or make the other oral contributions contemplated therein, in accordance with criteria of functionality and efficiency and with due regard to the orderly conduct of the meeting.

## **Article 7 – Right to submit questions prior to the Shareholders' Meeting, Speeches and Statements where the Relevance Threshold applies**

7.1. Where Article 6 applies, eligible persons holding a shareholding below the Relevance Threshold may exercise the right to submit questions on the items on the agenda solely prior to the shareholders' meeting, in accordance with the applicable legislation.

7.2. The notice of call shall specify the deadline, which may not be earlier than the date referred to in Article 83-*sexies*, paragraph 2, of the Consolidated Law on Finance, by which questions must be received by the Company. The Company shall provide answers to the questions received at least three days before the shareholders' meeting, in accordance with the legislation in force from time to time.

7.3. The Company shall assess whether questions are relevant to the items on the agenda in accordance with principles of fairness and transparency and in compliance with the applicable rules on confidential information, personal data and inside information.

7.4. The Company may provide a single answer to questions having the same content or relating to the same matter and may, where appropriate, refer to information already contained in documents, press releases or other materials previously made available to the public.

7.5. The answers provided by the Company shall be published, together with the full text of the relevant questions, on the Company's website. The minutes of the shareholders' meeting shall record the questions received and the answers provided, including by reference to the documentation published on the Company's website.

7.6. Where Article 6 applies, eligible persons holding a shareholding below the Relevance Threshold may submit any speeches and/or statements to the Company in accordance with the same procedures and by the same deadline applicable to questions, in compliance with the legislation in force from time to time, including as regards their content and relevance to the items on the agenda. Such speeches and/or statements shall be reflected in the relevant minutes, including by attachment, within the limits and in accordance with the procedures compatible with the legislation in force from time to time.

## **Article 8 – Additions to the Agenda and Resolution Proposals where the Relevance Threshold applies**

8.1. Where Article 6 applies, shareholders' rights to request additions to the agenda and to submit resolution proposals shall in all cases remain unaffected and shall be exercised within the time limits and in accordance with the procedures laid down by the other applicable statutory and regulatory provisions.

## **Article 9 – Powers of the Chair**

9.1. In respect of any matter not expressly governed by this Regulation, the Chair of the shareholders' meeting shall exercise the powers vested in him or her under the applicable statutory and regulatory provisions and the Articles of Association in order to ensure that the meeting is conducted in an orderly, efficient and transparent manner and that shareholders' rights are duly exercised.

## **Article 10 – Approval and Amendments to the Regulation**

10.1. This Regulation was approved by the Board of Directors pursuant to Article 125-*bis*.1 of the Consolidated Law on Finance with the favourable unanimous vote of the independent directors and made available to the public on the Company's website. This Regulation shall also be referred to in the notice of call of the shareholders' meetings to which it applies.

10.2. This Regulation shall apply to all shareholders' meetings of the Company convened after the approval and the publication of this Regulation on the Company's website and held after 8 October 2026.

10.3. Any amendments or additions to this Regulation shall be approved by the Board of Directors with the majorities and in accordance with the procedures prescribed by the legislation in force from time to time.

10.4. The provisions of this Regulation shall be deemed automatically adjusted to reflect any subsequently enacted statutory or regulatory provisions or amendments to the Articles of Association, insofar as their implementation does not require the exercise of any discretion or judgment.

## **Legislative framework**

### *Article 125-bis.1 of the Consolidated Law on Finance – Procedures for holding shareholders' meetings*

- 1. The articles of association may specify the exclusive procedure by which the shareholders' meeting may be held, without prejudice to paragraphs 5 and 7.*
- 2. Where the articles of association do not specify the exclusive procedure by which the shareholders' meeting may be held pursuant to paragraph 1, the management body, having regard to efficiency and transparency criteria, shall resolve upon the procedures for holding the shareholders' meeting. With the favourable vote of the majority of the independent directors or with the approval of the supervisory board, the management body may provide that the shareholders' meeting be held exclusively by means of telecommunication or that attendance at the shareholders' meeting and the exercise of voting rights take place exclusively through the representative designated by the company pursuant to Article 135-undecies, to whom proxies or sub-proxies may be granted pursuant to Article 135-novies, by way of derogation from Article 135-undecies, paragraph 4. Provision may also be made for votes to be cast by correspondence or electronically pursuant to Article 2370, fourth paragraph, of the Italian Civil Code.*
- 3. In order to exercise the option referred to in the second sentence of paragraph 2, the management body shall approve, with the favourable vote of the majority of the independent directors or with the approval of the supervisory board, rules to be published on the issuer's website and referred to in the notice of call under Article 125-bis, setting out the conditions and procedures for shareholders' participation in the meetings referred to in paragraph 2, which must in all cases ensure adequate safeguards and protections for the orderly and transparent exercise of the rights conferred upon shareholders by law.*
- 4. The articles of association or, alternatively, the rules referred to in paragraph 3 may also establish, where a meeting is held at a physical venue or attendance takes place by means of telecommunication, an individual shareholding threshold, in any event not exceeding 0.5 per thousand of the share capital, based on the shares held at the end of the day referred to in Article 83-sexies, paragraph 2, as a condition for participation in the discussion at the shareholders' meeting. The right to submit resolution proposals pursuant to Article 126-bis and to submit questions prior to the shareholders' meeting pursuant to Article 127-ter shall remain unaffected. Application of the threshold referred to in the first sentence shall be disclosed in the notice of call.*
- 5. Where the articles of association or the resolution of the management body referred to in paragraph 2 provide that the shareholders' meeting is to be held exclusively by means of telecommunication or through the representative designated by the company, shareholders representing, individually or jointly, one twentieth of the share capital carrying voting rights on the items on the agenda, or such lower percentage as may be provided for in the articles of association, may in all cases request, within five days of publication of the notice of call, that the shareholders' meeting be held at a physical venue, without exclusive recourse to the designated representative or to means of telecommunication, without prejudice to paragraph 4. Notice of the exercise of the right referred to in the first sentence shall be given within three days by supplementing the notice referred to in Article 125-bis. [...].*